

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

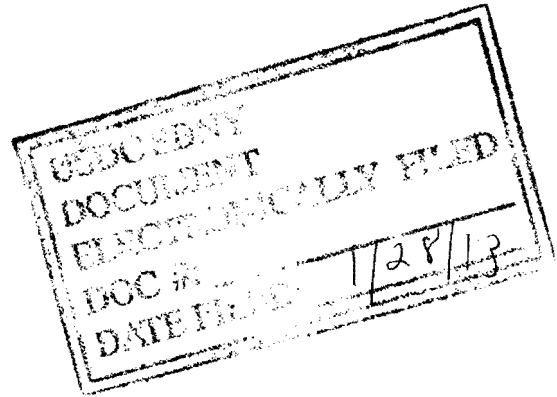
PAUL OTTO KOETHER IRA ROLLOVER, on
behalf of itself and all others similarly situated,

Plaintiff,

- against -

MORTEN ARNTZEN, MYLES R. ITKIN, OUDI
RECANATI, G. ALLEN ANDREAS III, ALAN
R. BATKIN, THOMAS B. COLEMAN,
CHARLES A. FRIBOURG, STANLEY
KOMAROFF, SOLOMON N. MERKIN, JOEL I.
PICKET, ARIEL RECANATI, THOMAS F.
ROBARDS, JEAN-PAUL VETTIER, MICHAEL
J. ZIMMERMAN, CITIGROUP GLOBAL
MARKETS INC., MORGAN STANLEY & CO.
INCORPORATED, HSBC SECURITIES (USA)
INC., DEUTSCHE BANK SECURITIES INC.,
DnB NOR MARKETS, INC., GOLDMAN,
SACHS & CO., ING FINANCIAL MARKETS
LLC, PRICEWATERHOUSECOOPERS LLP,

Defendants.



No. 12 Civ. 9104 (SAS)

**STIPULATION OF DISMISSAL
WITHOUT PREJUDICE**

Plaintiff Paul Otto Koether IRA Rollover ("Koether"), by and through its undersigned counsel, and Defendants Morten Arntzen, Myles R. Itkin, Oudi Recanati, G. Allen Andreas III, Alan R. Batkin, Thomas B. Coleman, Charles A. Fribourg, Stanley Komaroff, Solomon N. Merkin, Joel I. Picket, Ariel Recanati, Thomas F. Robards, Jean-Paul Vettier, Michael J. Zimmerman, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC (f/k/a Morgan Stanley & Co. Incorporated), HSBC Securities (USA) Inc., Deutsche Bank Securities Inc., DNB Markets, Inc. (f/k/a DnB NOR Markets, Inc.), Goldman, Sachs & Co., ING Financial Markets LLC, PricewaterhouseCoopers LLP, by and through their respective undersigned counsel, stipulate and agree as follows:

WHEREAS, on November 21, 2012, the above-captioned action (the “Koether Action”) was originally filed in the Supreme Court of the State of New York, County of New York;

WHEREAS, on December 13, 2012, the Koether Action was removed from the Supreme Court of the State of New York and designated as potentially related to *inter alia* the action captioned *Robert Porzio et al. v. Morten Arntzen et al.*, No. 12 Civ. 7948 (SAS) (the “Porzio Action”);

WHEREAS, on December 26, 2012, Koether filed a motion requesting appointment as lead plaintiff (and accompanying relief) in the Porzio Action and several related actions pending in the Southern District of New York;

WHEREAS, on December 27, 2012, the Court accepted the Koether Action as related to the Porzio Action;

WHEREAS, on January 14, 2013, Koether filed a notice of non-opposition (the “Notice”) with respect to the pending motions for appointment as Lead Plaintiff and approval of selection of Lead Counsel in the Porzio Action. The Notice expressly provided that it “shall have no effect upon Koether’s rights as a member of the proposed class [in the Porzio Action]” and that “Koether expressly reserves any and all rights to share in any recovery in [the Porzio Action].”

WHEREAS the parties have met and conferred with respect to a voluntary dismissal of the Koether Action without prejudice; and

WHEREAS this Stipulation is intended to have no effect on the Porzio Action and, in particular, Koether’s rights as a member of the proposed class in the Porzio

Action or other related class actions, including its right to share as a class member in any recovery that may be achieved in those actions;

IT IS THEREFORE STIPULATED AND AGREED, by and among counsel for the undersigned parties, pursuant to Fed. R. Civ. P. 41(a)(1), that:

1. The Koether Action (Case No. 12-cv-9104 (SAS)) is hereby voluntarily dismissed without prejudice.
2. Koether does not waive any rights or claims, and, in particular, this stipulation and agreement shall have no effect on Koether's rights as a member of a proposed class in the Porzio Action (or any related action) including its right to share in any recovery in the Porzio Action (or any related action), and any and all such rights are expressly reserved.
3. Nothing contained in this stipulation and agreement can or shall be construed as an adjudication on the merits of claims that the parties hereto may have against each other or any other party, or as an admission or acknowledgement of any claim or defense as against any party hereto.
4. Each party shall bear his or its own costs and attorneys' fees in connection with the Koether Action and no party will assert that the claims asserted in the Koether Action were brought, prosecuted or defended in bad faith or in violation of Fed. R. Civ. P. 11.
5. No consideration was paid in exchange for this dismissal.

Dated: New York, New York
January 23, 2013

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SO ORDERED:



THE HON. SHIRA A. SCHEINDLIN
UNITED STATES DISTRICT JUDGE

1/28/13